RAMSONS PROJECTS LIMITED TWELTH ANNUAL REPORT 2005-06

BOARD OF DIRECTORS

Mr. Ram Lal Sachdeva Mr. Yogesh Sachdeva Mr. Vinod Madan Mr. Krishan kumar Mr. R.P.Sharma Mr. Shiv Prasad Sati Ms. Renu Sachdeva Mr. Bhupinder Singh

COMPANY SECRETARY

Mr. S. C. Tiwari

AUDITORS

Sobti Arora & Grover Chartered Accountant 301,C-2/4, Pragati Market Ashok Vihar-II, Delhi-52

BANKERS

Canara Bank Andhra Bank IDBI ABN AMRO

REGISTERED OFFICE AL-146, Shalimar Bagh New Delhi-88. Managing Director Chairman Whole Time Director Director Director Director Director Director Director

RAMSONS PROJECTS LIMITED Regd. Off : AL-146,Shalimar Bagh, New Delhi-110088

NOTICE

Notice is hereby given that the Twelth Annual General Meeting of RAMSONS PROJECTS LIMITED will be held on Thursday, the 28th day of September 2006 at Richi Rich Banquet Hall, Wazirpur Industrial Area, Opp. Shalimar Bagh, Delhi-52, at 02.00 p.m. to transact the following business:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date along with the Directors and Auditors Report thereon.
- 2. To appoint a Director in place of Mr. Shiv Prasad Sati, who retires by rotation and being eligible offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. Krishan Kumar, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To appoint M/s Sandeep Kumar & Associates, Chartered Accountants, as an Auditors of the company in place of M/s Sobti Arora & Grover retiring Auditors of the Company and to pass with or without modification the following resolution, as on ordinary resolution, as proposed by Mrs. Savitri Sachdeva and Mrs. Poonam Madan, Member of the company through their Special Notice, dated 24.08.2006.

"RESOLVED THAT, pursuant to the provision of section 224 (2) (C) of the companies Act 1956 M's Sobti Arora & Grover, Chartered Accountants, the retiring auditors of the company, be not re-appointed as auditors of the company after the expiry of their tenure in the twelth Annual General Meeting of the company.

RESOLVED FURTHER that subject to the provision section 224 and other applicable provision, if any, of the Companies Act 1956, M/s Sandeep Kumar & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company in the place of M/s Sobti Arora & Grover, Chartered Accountant, the retiring Auditors, for the Financial Year 2006-07, to hold the office from the conclusion of twelth Annual General Meeting until the conclusion of the next annual general meeting of the company, on remuneration as mutually agreed by and between the Board of Directors of the company and M/s Sandeep Kumar & Associates, Chrtered Accountant."

BY ORDER OF BOARD OF DIRECTORS For RAMSCE'S PROJECTS LIMITED Sd/-R.L.SACHDEVA MANAGING DIRECTOR

PLACE : NEW DELHI DATE : 25st AUGUST, 2006

NOTES :

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. The proxy to be effective must be submitted to the company not less than 48 hours before the time fixed for the meeting.
- 2. The Register of Members and Share Transfer Books of the company will remain closed from 24th Sept, 2006 to 28th Sept, 2006 (both days inclusive).
- 3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting. For shares held in dematerialized form, the DP 1D and Client ID should be indicated in the Attendance Slip.
- 4. For shares held in physical form, any change in address/other details may be intimated immediately to the Shares Department by quoting his/her Folio Number(s). For shares held in demat form, change in address/other details may be intimated directly to the members DP.

BY ORDER OF BOARD OF DIRECTORS For RAMSONS PROJECTS LIMITED Sd/-R.L.SACHDEVA MANAGING DIRECTOR

PLACE : NEW DELHI DATE : 25st AUGUST, 2006

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Items No-4

M/s Sobti Arora & Grover, Chartered Accountant, was appointed as an Statutory Auditors of the company in the eleventh Annual General Meeting, held on 12th September 2005 to hold the office until the conclusion of the next Annual General Meeting of the company. And their tenure is being expired in this Annual General Meeting which will be held on 28th September 2006. The company has received a special notice from Mrs Savitri Sachdeva and Mrs Poonam Madan, members of the company regarding appointment of M/s Sandeep Kumar & Associates, Chartered Accountant, as statutory Auditors in place of M/s Sobti Arora and Grover retiring auditors of the company in this Annual General Meeting company.

BY ORDER OF BOARD OF DIRECTORS For RAMSONS PROJECTS LIMITED Sd/-R.L.SACHDEVA MANAGING DIRECTOR

PLACE : NEW DELHI DATE : 25st AUGUST, 2006

RAMSONS PROJECTS LIMITED AL-146, SHALIMAR BAGH, NEW DELHI-110088

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ATTENDANCE SLIP

NAME OF SHAREHOLDER :

FOLIO NO.

NO. OF SHARES HELD

DP. ID*

Client ID*

I hereby record my presence at the 12th Annual General meeting held at New Delhi on Thursday, the 28th day of September, 2006 at 02.00 P.M.

SIGNATURE OF THE SHAREHOLDER / PROXY

Note : Please handover the slip at the entrance of the meeting venue. * Applicable to investors holding shares in electronic form.

RAMSONS PROJECTS LIMITED AL-146, SHALIMAR BAGH, NEW DELHI-110088

PROXY FORM

Affix 30 paise revenue stamp

* DP ID No.

* Client ID NO.

Folio No.

No. of Shares Held

* Applicable for Shares held in electronic form.

#Signature

NOTES : 1. The proxy need not be a member.

2. The proxy form duly signed across 30 paise revenue stamp should reach the Company's Registered Office at least 48 hours before the time of the meeting.

RAMSONS PROJECTS LIMITED AL-146,Shalimar Bagh, New Delhi-110088

DIRECTORS REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting their twelth Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2006.

FINANCIAL HIGHLIGHTS

Financial Statement as at 31st March, 2006 is summarized as follows :

For the year ended	31 st March , 2006	<u>31st March , 2005</u>
Pasticulars	(Amt. In Rs.)	(Amt. In Rs.)
Total Income	95, 03,954.22	14, 17,117.60
Profit before tax	(42,080.77)	(52,750.64)
Less:-		
Provision for Tax	30,000	
Income Tax related to earlier years		6586
Provison/(Reversal) for Deferred tax	50,925	15,221
Profit after Tax	(1,23,005.77)	(74557.64)

DIVIDEND / TRANSFER TO RESERVES

Keeping in view the Financial Results of the company for the year ended 31st March, 2006 no dividend is proposed to be declared by the Board of Directors for this year.

OPERATIONS

The Company is operating its activities into the business of Natural Stone and is expecting to earn a good profit out of it apart from it the Company has earned a reasonable interest income in the previous year. The Company is taking up Manufacturing and trading of Stones during the year. During the year your Company has invested into Capital Assets viz. Plant & Machinery and Land at Tandur and Pinagwa, Gurgaon for effective and efficient operation of Stone Processing and its Manufacturing. Your Company is focusing to cater the market demand in view of this your Company is endeavoring to equip the units with latest techniques of Production. Your Company expects to perform better in Stone Business apart from financing activity.

RESOURCE MOBILISAION / DEPOSITS

Your company has not raised any funds from public or by private placement. The funds of the company are employed in financing and investment in securities.

DIRECTORS

Mr. Shiv Prasad Sati and Mr. Krishan Kumar, Directors of the company retires by rotation and being eligible offers himself for re-appointment.

Ms. Poonam Madan appointed as an Additional Director on 15.04.05 & regularized in the AGM held on 12th September 2005 has resigned on 10th December 2005. She rendered her valuable Tips and advises to company on various business matters out of her experience. With her valuable advises the Company has benefited. She was helping in Tandur Division of the Company for its successful operations. Your Board appreciates her Valuable contribution given to the Company.

CORPORATE GOVERANCE REPORT

As per the Listing Agreement with the Stock Exchanges, the Company has complied with the requirements of Corporate Governance. A Report on Corporate Governance is attached to this report.

MANAGEMENT DISCUSSION AND ANALYSIS :

- (i) **INDUSTRY STRUCTURE AND DEVELOPMENT:** During the year your company has ventured into the business of Natural Stone in the Manufacturing as well as Trading of Stone. As regards to this segment there are extreme opportunities to explore and earn profit. There was a continuation of the downtrend in interest rates with the policy preference of RBI being for a softer interest rate.
- (ii) OPPORTUNITIES, THREATS AND OUTLOOK: There is extreme growth in the segment of Stone Business. There is a scope of Export of Stone as there is a huge demand in European Countries. There are many Groups who purchase from domestic market and export them. Your company is exploring such an opportunity. There seems to be threat in the sense of Credit period and the Competition from other existing counterparts. But with a view of catering the demands and better service we expect to grow with a steady and firm step.
- (iii) **RISK MANAGEMENT:** There are three component of risk.

Credit Risk: The Company keeps watching on large credit recoveries and has taken timely action for the recovery.

Market Risk: The Company has been following RBI guidelines on Loans and Advances given to its customers and keep watching on the liquidity and interest rate risks. Apart from this there lies a risk of competition in the business of Natural Stone from the existing Companies and Firms. There is a stiff competition in the segment of Stone but one can be the leader with their Services and Better quality products.

Operational Risk: The risk is also being addressed by adopting appropriate internal control system.

- (iii) INTERNAL CONTROL SYSTEM: The Company has adequate internal control system.
- (iv) **COMPLIANCE:** The compliance division is at the Registered Office of the company and ensures timely submission of all returns and information to all Government Authorities.
- (v) HUMAN RESOURSES: Management relations in the organization continued to be cordial during the year.
- (vi) **SEGMENTWISE REPORTING:** Finance, Investment in shares and Trading in goods are the main business activities of the company. The revenue from interest income is reasonable and investment segment is still not giving good result because of volatility in the market.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the requirements of Section 217 (2AA) of the Companies Act, 1956, it is hereby confirmed:

- (i) That in the preparation of the final accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors have selected such accounting policies and applied them consistently so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2006 and of the profit of the Company for the year ended on that date.
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors had prepared the annual accounts "going concern" basis.

AUDITORS

M'S Sobti Arora & Grover, Chartered Accountants, who retires at the conclusion of the solution of the solution

PUBLIC DEPOSIT

Your company did not accept any public deposit during the year.

PERSONNEL

None of the employee were paid remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (particular of employees) Rules 1975.

<u>CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN</u> <u>EXCHANGE EARNINGS AND OUTGO DURING THE YEAR</u>

Your company is engaged in Manufacturing of Stone apart from finance & investment business and all the measures as to Conservation of Energy is taken care of. There was no Foreign Exchange earnings and outgo and no Technology absorption during the year.

ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation for the whole hearted co-operation and assistance extended by its Dealers, Shareholders, Bankers, Business Constituents and the services rendered by the staff and officers of the Company.

For & on behalf of the Board of Directors

SdJ

YOGESH SACHDEVA CHAIRMAN

DATE : 25st August, 2005 PLACE: NEW DELHI

RAMSONS PROJECTS LIMITED AL-146, Shalimar Bagh, New Delhi-110088

REPORT ON CORPORATE GOVERNANCE (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Ramsons Project Ltd. believes that for a company to succeed on a sustained basis, it must maintain very high standards of corporate conduct towards its constituents. The company truly believes in transparency, professionalism and accountability, which are the basic principles of corporate governance. The company constantly endeavors to improve on these aspects.

The policies and actions of the Company while being in full compliance of applicable laws and regulations are dictated by the underlined objective of maximizing shareholder value on a long-term basis.

2. BOARD OF DIRECTORS:

The board of Directors monitors' company performance, approves and reviews policies' strategies and evaluates management performance. The Board ensures legal and ethical conduct and accurate financial reporting.

The Company has Eight Directors as on 31st March, 2006. Except Mr. Yogesh Sachdeva, Ms. Renu Sachdeva Mr. Ram Lal Sachdeva and Mr. vinod madan ,all other four directors are independent directors. The Managing Director looks after the day-to-day affairs of the Company. Mr. Vinod Madan has been appointed as the Whole Time Director and is looking after the Tandur division of the Company. The Chairman and the remaining five directors are Non-Executive Directors, with expertise and experience in general corporate management, finance, legal and other allied fields.

Apart from the reimbursement of expenses incurred in the discharge of their duties, no remuneration is paid to any of the Director of the company and none of these Directors has any other material pecuniary relationship or transactions with the company, its Promoters, its Management or its subsidiaries which in the judgment of the Board would affect the independence of judgment of the Directors.

Name of the	Designation	Total No of Directorship, Chairmanships & Memberships of		
Directors	&	Committees held as on 31 st March, 2006 including Ramsons Projects		
	Category	Ltd. (other than in pr	ivate companies and	
		Director of public	Member of	Chairman of
		Companies	committees	committees
Mr. Yogesh	<u>Chairman</u>	4	1	1
<u>Sachdeva</u>	Non executive			
Mr.R.L. Sachdeva	Managing	3	1	Nil
	Director-			
	Executive			
<u>Mr. R.P. Sharma</u>	Director - Non	1	1	1
	Executive			
<u>Mr. Vinod Madan</u>	Director-	2	<u>1</u>	Nil
	Executive			
<u>Mr. Krishan Kumar</u>	Director-Non	<u>1</u>	1	Nil
	Executive			
Mr. Shiv Prasad Sati	Director-Non	2	$\overline{1}$	Nil
	Executive			
Mr. Renu Sachdeva	Director - Non	2	Nil	Nil
	Executive	-		
Mr. Bhupender	Director-Non	NIL	Nil	Nil
Singh	Executive			encommentation in the same of sources of the same is soon

A. The Constitution of the Board as on 31st March, 2006

B. Board Procedure:

A detailed Agenda is sent to each director in advance of Board and Commutee meetings

The Managing Director briefs the Board at every meeting on the overall performance of the company. All statutory and significant and material information are placed before the board to enable it to do charles the possibilities of strategic supervision of the company as trustees of the shareholders. The Board also reviews:

- Strategy and business plans
- Annual operating and capital expenditure budgets.
- Investment and exposure limits
- Compliance with statutory / regulatory requirements
- Adoption of quarterly / half yearly / annual results

C. Attendance of the Directors at Meetings of the Board :

The board of Directors meets at least once in a quarter to review the Company's performance and financial results and more often, if considered necessary, to transact other business.

Twelve Board Meetings were held during the period 1st April 2005 to 31st March 2006 on the following dates :¹

28th April 2005, 16th May 2005, 27th June 2005, 30th June 2005, 12th July 2005, 30th July 2005, 8th August 2005, 12th August 2005, 24th August 2005, 31st October 2005, 10th December 2005, 31st January 2006, 6th February 2006, 20th March 2006 & 28th March 2006

The Eleventh Annual General Meeting was held on 12th September 2005.

The attendance of the Directors at these meetings is as under:

Directors	Board Meetings attended	Attendance at the last Annual
	during the tenure of the	General Meeting
	directors	
Mr. Yogesh Sachdeva	12 .	YES
Mr.R.L. Sachdeva	15	YES
Mr. R.P. Sharma	15	YES
Mr. Vinod Madan	15	YES
<u>Mr. Krishan Kumar</u>	15	YES
Mr. Shiv Prasad Sati	15	YES
Ms. Renu Sachdeva	12	YES
Ms. Poonam Madan	OS (RESIGNED)	YES
Mr. Bhupender Singh	10	YES
Mr. Sunil Sachdeva	05 (not regularized in the	YES
_	AGM)	

3. Information in cases of appointment or re-appointment of Directors as required under Listing Agreement is given as under:

Particulars of the Director seeking re-appointment are furnished below:

MR. Shiv Prasad Sati

Mr. Shiv Prasad Sati, Director retires from the Board by rotation and being eligible offers himself for reappointment. He is has sound knowledge and rich experience in the area of administration and operation of machinery. He joined Ramsons Group as Director of the Company on 30.03.2002. He is on the committees of the Board mentioned hereunder.

Name of the Company	Name of the Committee	Position held
Ramsons Projects Limited	Audit Committee	Members

MR. Krishan Kumar

Mr. Krishan kumar, Director retires from the Board by rotation and being eligible effers himself for re-appointment. He is has sound knowledge and rich experience in the area of administration and Accounting. He joined Ramsons Group as Director of the Company on 30.03.2002. He is on the committees of the Board mentioned hereunder.

Name of the Company	Name of the Committee	Position held
Ramsons Projects Limited	Audit Committee	Members

4. AUDIT COMMITTEE:

A. Composition , name of Members and Chairman:

The Audit Committee comprises of Sh. R.P. Sharma, Chairman of the committee and Mr. Krishan Kumar and Mr. Shiv Prasad Sati as Members of the Audit Committee. All members are Non Executive and Independent Directors of the company.

B. Meeting and the attendance during the year :

Four meetings of the Audit Committee were held during the year on 28.06.2005, 30.07.2005, 30.10.2005 and 30th January, 2006. The attendance of each member of the Audit Committee is given below:

Name	Category	Meetings attended
Sh. R.P.Sharma	Chairman	4
Sh. Krishan Kumar	Member	4
Sh. Shiv Prasad Sati	Member	4

The chairman of the Audit committee was present at the Annual General Meeting held on 12th September, 2005.

Mr. R.S.Bedi, Secretary was the Secretary of the Committee.

C. Brief Description of terms of reference :

The terms of reference of Audit Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292 of the Companies Act, 1956. The role of Audit committee is as prescribed under Clause 49 (II) (C) of the Listing Agreement.

5. REMUNERATION TO DIRECTORS:

No Sitting Fees was paid to any of the Directors of the company during the F.Y. 2005-2006. However remuneration was paid to Mr. Vinod Madan who was appointed as the Whole Time Director of the Company. His remuneration was fixed at Rs. 25000/- p.m

6. INVESTOR'S GRIEVANCE AND SHAREHOLDER'S COMMITTEE:

The Company has constituted an Investor's Grievance committee in accordance with the requirements of Clause 49 of the Listing Agreements. The Committee's objective is to keep watch on the complaints of the investors / shareholders and to see whether they are properly replied in time or not.

The Shareholders Grievance Committee comprises of Mr. Yogesh Sachdeva as its Chairman and Mr. Ram Lal Sachdeva and Mr. Vinod Madan as its members. Seven Meetings of the Shareholder And Investor Grievance Committee held-during the year to transact-the Transfer and Investor Complaints viz.: 17th April 2005, 17th June 2005, 24th August 2005, 27th September 2005, 28th December 2005, 17th January 2006 & 29th March 2006.

Status of complaints for the period 1st April, 2005 to 31st March 2006

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There were no complaints received from shareholders/investors/ SEBL etc regarding non-receipt of securities sent for transfer/transmission of shares etc.

The company has no transfer of shares pending as on 31st March 2006.

8. ANNUAL GENERAL MEETINGS:

Details of Annual General Meetings of Shareholders

YEAR	DATE OF AGM	LOCATION	TIME
2002-2003	30 th September,2003	A-12,Vikas Puri,N.Delhi	10.00A.M
2003-2004	30 th September 2004	Richi Rich Banquet Hall, Wazirpur Industrial Area, Delhi	02.00 P.M.
2004-2005	12 th September 2005	Richi Rich Banquet Hall, Wazirpur Industrial Area, Delhi	02.00 P.M.

No pollings were used for voting at these meetings in respect of resolutions passed.

9. DISCLOSURES :

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Disclosure on material significant related party transactions with its promoters, the Directors of the Management, their subsidiaries or relatives etc., that may have potential conflict of interests of the company at large.

There is no material transaction with any related party, which may have potential conflict with the interests of the Company at large. The Register of contracts containing the transactions in which directors are interested is placed before the board regularly for its approval.

Details of non-compliance by the company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statuary authority, on any matter related to capital markets, during the last four years :

The Company has paid Rs.50,000/- (Rs.Fifty Thousand) in Financial year 2002-03 as penalty to SEBI towards regularisation scheme introduced by SEBI for non filling of documents with Stock Exchanges related to Takeover Code of SEBI.

10. MEANS OF COMMUNICATION:

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each household of shareholder	rs :	No
Quarterly Results	:	The quarterly results of the Company are published in the newspapers circulated in the NCT of Delhi, where the Registered Office is situated.
Any website, which displays		
official news Releases and ma	kes	
presentations to Institutional	`	
investors	:	No
Whether Management discuss	ion & Analysis	Yes, forms a part of the year ended
Is a part of annual report or no		31.03.2006
11. GENERAL SHAREHOI	JDER INFORMATIC)[<:

(i).Annual General Meet	ing:	
Day, Date and time		Thursday, 28 th September, 2006 at 02.00 P.M.
Venue		Richi Rich Banquet Hall, Wazirpur Industrial Area,
		Delhi

(ii). Financial Calendar for 2006-07 (tentative):

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Financial reporting for the First Quarter	Between 20 th July and 3 ^{of} July 2006
Results - 30.6.06	Between 20 th October and 31 th October
Financial reporting for the Half Yearly	2006
Results - 30.9.06	
Financial Reporting for the Third Quarter	
Result - 31.12.06	2007
Approval of annual	Last week of May , 2005 to 30th June,
Accounts - 31.3.2007	2007
(iii). Book Closure Dates	24 th September – 28 th September, 2006 (Both days inclusive)
(iv). Listing on Stock Exchange	The Equity shares of the Company are listed on the Delhi and Mumbai Stock Exchanges. The Company has paid the listing fees for the period 1 st April 2006 to 31 st March, 2007. Delisting from Delhi Stock Exchange is pending.
(v). Stock Code:	
The Delhi Stock Exchange Association 1	Ltd.
Equity Share (physical form)	: 18177
(Demat form)	: INE609D01014
The Stock Exchange, Mumbai	
Equity Share (physical form)	: 530925
(Demat form)	: INE6090D1014
(vi). BSE – Stock Price Data (for the Per	iod April 2005 to March 2006)
Scrip Code:530925	For the period:April 2005 to March 2006

Date	High (Rs.)	Low (Rs.)
April 2005	-	-
May 2005	16.25	7.80
June 2005	40.00	17.85
July 2005	30.20	27.55
August 2005	37.80	24.95
September 2005	36.35	27.60
October 2005	34.00	27.15
November 2005	32.35	32.35
December 2005	30.75	22.35
January 2006	25.60	20.95
February 2006	23.50	17.20
March 2006	25.50	22.20

(vii).DSE Stock Price Data (for the Period April 2005 to March 2006) There was no trading in the share of the company since March,2002. Last rate quoted in March,2002 is Rs.5.25. DSE is not functional as on date and delisting from DSE is pending as on date.

(viii).Registrar & Share transfer Agent :

In Time Spectrum Registry Limited

A-31, 3rd Floor, Naraina Industrial Area Phase-I, New Delhi-110028, Ph. No. 011-41410592, 41410593, 41410594

(ix). Share Transfer System

Board of Directors approves the physical Shares received for Transfer within 7 - 10 days of receipt of documents, if found in order. Shares under objection are returned within 7 days.

The company provides facility of transfer of share in physical form as well as in Dematerialisation form of equity shares. Upon receipt of the shares certificate (s) for transfer or splitting and upon completion of the process thereof, the share certificate(s) is / are sent back to the transferee after lodging the transfer of shares in the records. The investor (s) who wish to exercise the option to DEMAT the shares, are required to submit Dematerialisation Request Form (DRF) duly filled up along with the original share certificate to the Depository Participant (DP). (x). Distribution of shareholding as at 31^{st} march, 2006.

No. of	No. of	% of	No. of	% of
Equity shares	Shareholders	Shareholders	Share held	Shareholding
1-5000	507	64.26	92450	3.08
5001-10000	96	12.17	85332	2.84
10001 - 20000	61	7.73	98762	3.28
20001 - 30000	30	3.80	77115	2.56
30001-40000	19	2.41	67603	2.25
40001-50000	5	0.63	23300	0.77
50001-100000	30	3.80	255479	8.50
Above 100001	41	5.20	2306459	76.72
Total	789	100	30,06,500	100

(xi). Shareholding pattern as at 31st March, 2006:

Category	No. of Equity shares held	% of shareholding
Promoters	16.22,000	53.95
Domestic Companies	1,10,008	3.66
Resident Individuals	12,74,492	4239
TOTAL	30,06,500	100

(xii). Dematerialization of Shares & Liquidity:

As at 31st March 2006, 7.07 % of total equity capital is held in Electronic form with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The shares of the company have to be compulsory traded in electronic form. Requests for dematerialisation of shares are processed and confirmed within 15 days of receipt to NSDL / CDSL.

(xiii). Other offices of the Company: 385/4, RAM NAGAR, GURGAON, HARYANA

A12, VIKAS PURI, NEW DELHI-110018

(xiv). Address for Communication:

AL-146, SHALIMAR BAGH, NEW DELHI-110088

(XV) COMPLIANCE OFFICER:

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Mr. S. C. TIWARI COMPANY SECRETARY RAMSONS PROJECTS LIMITED AL-146.SHALIMAR BAGH, NEW DELHI-110088

For RAMSONS PROJECTS LIMITED

Sd/-YOGESH SACHDEVA

Certificate of Managing Director of the Company in terms of Clause49-I (D) of Listing Agreement

To The Members of M/s Ramsons Projects Limited

In terms of Clause 49-I(D) of the Listing Agreement it is hereby declared that all the Directors and Senior Management personnel have affirmed the Code of Conduct approved by the Board of Directors in their meeting held on 20th March 2006.

For & on Behalf of Ramsons Projects Limited

Sdl

R.L.Sachdeva Managing Director Place : New Delhi Date : August 25, 2006

CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Ramsons Projects Ltd,

We have examined the compliance of conditions of Corporate Governance by Ramsons Projects Ltd (the company) for the year ended on March 31, 2006 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India.

The compliance of the conditions of corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing agreement.

We state that no investor Grievance are pending for a period exceeding one month against the company was per the records maintained by the shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company not the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ARORA JITENDRA & CO. COMPANY SECRETARIES

Sd/-

JITENDER ARORA Company Secretary C.P. NO. 4822

PLACE : NEW DELHI DATED : AUGUST 25, 2006

SOBTI ARORA & GROVER CHARTERED ACCOUNTANTS

301. C - 2 / 4. PRAGATI MARKET, ASHOK VIHAR-II. DELHI - 110052. TEL FAX. 273-7175 27327278. 27137278 E-MAD. Sadol_VStil.com

AUDITOR'S REPORT TO THE MEMBERS OF

RAMSONS PROJECTS LIMITED

We have audited the attached Balance Sheet of RAMSONS PROJECTS LIMITED as at 31st March, 2006 and any the Frofit and Loss Account and Cash Flow Statement of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's managements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure-I a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure-I referred to above, we report that:

(i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

(ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.

(iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.

(iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.



(v) On the basis of written representations received from the directors as on 31st March 2006 and taken on record by the Board of Directors and in accordance with the information and explanation as made available, the Directors of the Company do not, prime facie, have any disqualification as on Fist March 2006 as referred to in clause(g) of the subsection (i) of section 2.14 if the Act.

(vi) In our opinion and to the best of our intermation and according to the explanations given to us, the Balance Sneet and Profit & Loss Account give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2006,
- (b) in the case of the Profit & Loss Account, of the loss for the year ended on that date and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

7. As per Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998 issued by Reserve Bank of India vide Notification No.DFC 117/DG(SPT)-98 dated January 2, 1998, we further report to the extent to which matters specified therein are applicable to the Company that :

(i) The company has applied for registration as provided in section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained certificate of registration dated 15-05-1998 from Reserve Bank of India, New Delhi.

(ii) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.

(iii) The company has not accepted any public deposits during the relevant year.

(iv) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

FOR SOBTI ARORA & GROVER CHARTERED ACCOUNTANTS TACRAS GRO DELHI (RAKESH ARORA) PARTNER ERED ACCOUN DELHI, JUNE 5, 2006

301. C - 2 / 4. PRAGATÍ MARKET. ASHCH VIHARHI, DELHI - 110952 TEL FAX 27247278,27227278,27137278 E-MATL saddigvent com

RAMSONS PROJECTS LIMITED Financial year ending 31st March, 2006

Annexure-I

Annexure to Auditors Report

(Referred to in Paragraph 3 of our report of even date)

i) Fixed Assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) In our opinion and according to the information and explanations given to us, a substantial part of the fixed assets has not been disposed off by the Company during the year and hence, the going concern status of the company is not affected.
- ii) Inventory
 - a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.
 - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.



- iii) According to information and explanation given to us, the company has neither taken nor granted any loan, secured or unsecured, from/to companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act, 1956. Accordingly, provisions of clause 4 cm of the Order are not applicable to the company.
- iv) In our opinion and according to the intermation and explanation given to us, there are adequate internal control procedures, commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit no major weaknesses have been noticed in the internal control system.
- a) In respect of transactions covered under section 301 of the Companies Act, 1956, in our opinion and according to the information and explanations given to us, the particulars of the contracts/arrangements referred to in section 301 of the Companies Act, 1956, have been entered in the register required to be maintained under that section.

b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which were reasonable having regard to the prevailing market prices at relevant time.

- vi) The Company has not accepted any deposits from the public.
- vii) The company has an internal audit system, the scope and coverage of which, in our opinion requires to be enlarged to be commensurate with the size and nature of its business
- viii) As explained to us, the central Government has not prescribed the maintenance of cost records by the company under section 209 (1) (d) of the Companies act 1956. Therefore, the provisions of clause 4 (viii) of the order are not applicable to the company.
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other Statutory Dues, to the extent applicable in the case of the company, have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid



dues were outstanding as at 31st March. 2006 for a period of more than six months from the date of becoming payable.

(b) According to the information and exclanations given to us, there are no dues outstanding of the stax, income tax, custom duty, wealth tax, service tax and duty and cess, which have not been deposited on as the stary dispute.

- x) The Company has no accumulated loss out the end of the financial year and it has not incurrent out such loss in the financial year ended on that date and during the immediately preceding financial year.
- xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of the dues to banks. There are no dues to financial institutions and debenture-holders.
- xii) According to the information and explanation given to us and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit funds/society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv) In respect of dealing/trading in shares, securitics, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other investments have been held by the company in its own name except 5900 shares of Millenium Bear Industries Ltd which are held under blank transfer
- xv) According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) The company has neither raised any term loan during the year nor any amount was outstanding on this account, as at the beginning of the year. Therefore, the provisions of clause 4(xvi) of the order are not applicable to the company.



- xvii) According to the information and explanations given to us and on the overall examination of the Balance sheet of the company, we report that the funds raised on short-term basis have not been used for long-term investment
- xviii) During the year, the Company has not made and the remain allotment of shares to parties and companyes and the Register maintained under Section 301 of the Companyes Act 1956.
- xix) The company has not issued any debentures during the year/earlier years. Therefore, provisions of clause 4(xix) of the order are not applicable to the company.
- xx) The company has not raised any money by way of public issue during the year.
- xxi) Based upon the audit procedures and according to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

FOR SOBTI ARORA & GROVER CHARTERED ACCOUNTANTS (RAKESH ARORA) DELHI PARTNER DELHI, JUNE 5, 2006 ACCOUNT

RAMSONS PROJECTS LIMITED

		S AT SIST MAR		
ſ	FARTICULARS	ECHEDULE	AS AT	AS A
			31.03.06	31.0 3.200
			(RS.)	(RS.
	SOURCES OF FUNDS			
	SHAREHOLDERS' FUNDS			
	SHARE CAPITAL	А	30.965,000.00	30,065,000.00
	RESERVES & SURPLUS	B	742,792.28	865,798.05
ť		D	30,807,792.28	·····
I	OAN FUNDS		•••••	
S	SECURED LOAN	С	259,156.54	453165.23
	TOTAL	× C	31,066,948.82	31,383,963.28
A	IPPLICATION OF FUNDS			
F	IXED ASSETS :	D		
G	ROSS BLOCK	-	6,944,646.50	4,420,807.00
	ESS : DEPRECIATION	2	480,133.52	322,888.52
N	ET BLOCK		6,464,512.98	
IN	VESTMENTS (b)	E	11,779,776.00	12,002,256.00
	URRENT ASSETS, LOANS & ADVANCES	- .		
	IVENTORIES	F	2,244,484.49	282,927.00
	UNDRY DEBTORS	G	6,458,730.31	6,453,216.00
	ASH & BANK BALANCES	H	367,254.16	1,208,434.40
	DANS & ADVANCES	I	6,799,451.20	7,497,382.00
		-	15,869,920.16	15,441,959.40
LE	ESS : CURRENT LIABILITIES & PROVISIONS	J	3,685,383.32	847,218.60
	ET CURRENT ASSETS (c)	-	12,184,536.84	14,594,740.80
	EFFERED TAX ASSETS (NET) (d)		638,123.00	689,048.00
	ISCELLANEOUS EXPENDITURE			
	,			
[10	O THE EXTENT NOT WRITTEN OFF (e)		31,066,948.82	-
	TOTAL (a+b+c+d+c)		31,000,943.62	51,565,905.28
	GNIFICANT ACCOUNTING POLICIES AND			
NC	OTES TO ACCOUNTS		aous pro more	
		FOR RAM	SONS PROJECTS	V A
~ -	2141, JUNE 05, 2006 1 15 acridu			Achan
ЭE				
	R.L. SACHDEV		SACHDEVA	R.S. BEDI
	MANAGING DIRE	LCIUR CHAIF	RMAN COMPAN	IY SECRETARY
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	AS PER OUR SEPARATE REPO			
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FAMSONS PROJECTS LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2006

INCOME : INCOME FROM OPERATIONS OTHER INCOME TOTAL EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION PROVISION/(REVERSAL) FOR BAD &	K L M N O	(RS.) 9.497.533.45 6.420.77 9.503.954.22 5,589,370.31 1,030,112.00 1,209,720.62 1,600,502.00 34,845.06 112,240.00	31.03.200 (RS 1,413,715.6 3,402.0 1,417,117.6 415969.3 391,501.0 397,629.6 37095.28
INCOME FROM OPERATIONS OTHER INCOME TOTAL EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	L M N	5.420.77 9.503.954.22 5,589,370.31 1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	3,402.0 1,417,117.6 415969.3 391,501.0 397,629.6
INCOME FROM OPERATIONS OTHER INCOME TOTAL EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	L M N	5.420.77 9.503.954.22 5,589,370.31 1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	3,402.0 1,417,117.6 415969.3 391,501.0 397,629.6
OTHER INCOME TOTAL EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	L M N	5.420.77 9.503.954.22 5,589,370.31 1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	3,402.0 1,417,117.6 415969.3 391,501.0 397,629.6
TOTAL EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	M N	9,503,954,22 5,589,370,31 1,030,112,00 1,209,720,62 1,600,502,00 34,845,06	1,417,117.6 415969.3 391,501.0 397,629.6
EXPENDITURE : MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	M N	5,589,370.31 1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	415969.3 391,501.00 397,629.64
MATERIAL, MANUFACTURING & OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	M N	1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	391,501.0 397,629.6
& OTHER DIRECT EXP PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	M N	1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	391,501.0 397,629.6
PERSONNEL EXPENSES ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	M N	1,030.112.00 1,209,720.62 1,600,502.00 34,845.06	391,501.0 397,629.6
ADMINISTRATIVE AND OTHER EXPENSES SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	N	1,209,720.62 1,600,502.00 34,845.06	397,629.6- -
SELLING & DISTRIBUTION EXPENSES INTEREST & FINANCE CHARGES AUDITORS REMUNERATION		1,6 00,502.00 3 4,845.06	
INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	0	1,6 00,502.00 3 4,845.06	
INTEREST & FINANCE CHARGES AUDITORS REMUNERATION	•	34,845.06	37095.28
AUDITORS REMUNERATION	•	•	
			19,265.00
		·	
DOUETFUL DEBTS - (NET)	•	(188,000.00)	13,200.00
SAD & DOUBTFUL DEBTS WRITTEN OFF	-		13,584.00
DEPRECIATION ON FIXED ASSETS		157,245.00	87,731.00
PRELIMINARY EXP. WRITTEN OFF		137,243.00	93,893.00
TOTAL		9,546,034.99	1,469,868.24
ROFIT EEFORE TAX		(42,080.77)	(52,750.64
ESS: PROVISION/ PAYMENT OF FRINGE BENEFI		30,000.00	-
INCOME TAX RELATED TO EARLIER YEARS			6,586.00
PROVISION FOR DEFERRED TAX/(REVERSE	-D)	50,925.00	15,221.00
ROFIT AFTER TAX		(123,005.77)	(74,557.64
ALANCE BROUGHT FORWARD FROM PREVIOUS Y	(EAR	865,798.05	940,355.69
ALANCE CARRIED OVER		742,792.28	865,798.05
ASIC/DILUTED EPS		-0.04	-0.02
Refer Note No. 10 of Schedule "P")			
IGNIFICANT ACCOUNTING POLICIES AND		_	,
OTES TO ACCOUNTS	Р	($\overline{\mathbf{N}}$
$\{ \langle \langle \cdot \rangle \} \}$	FOR RAM	ISONS PROJECTS L	IMITED
ELHI JUNE 05. 2006 (I Sacudeva			· \.
ELHI, JUNE 05, 2006		7	150
R.L. SACHDEVA	YOGESH	SACHDEVA	R.S. BEDI
MANAGING DIRECTO	DR CHAIF	RMAN COMPANY	Y SECRETARY
AUDITORS' RI	EPORT		
AS PER OUR SEPARATE REPORT		ATE ATTACHED	
FOR SOBTI ARORA			
CHARTERED ACC	PUNTANTS		
	بالمنتقي الم	Contraction of the second	
OV.	Sterner Dr	ELHI IT)	
(RAKESH AR PARTNEI			

RAMSONS PROJECTS LIMITED CCHEDULES FORMING PART OF EALANCE SHEET AS AT 31 MARCH, 2006

PARTICULARS	SCHEDULE	AS AT 31.03.06 (RS.)	31.03.20
	SCHEDULE-A		
AUTHORISED SHARE CAPITAL	SHARE CAPITAL		
40,00,000 EQUITY SHARES OF RS	.10/- EACH	40,060,00 0.00	40.000.000.0
.,.,			
SUBSCRIBED, ISSUED & PAID UP			
30,06,500 EQUITY SHARES OF RS	.10/- EACH		
FULLY PAID UP		30,065,000.00	
TOTAL		30,065,000.00	30,065,000.
	SCHEDULE-E RESERVE & SURPLUS		
PROFIT & LOSS ACCOUNT	ICTORIA C POICEDOS	742,792.28	865,798.0
		742,792.28	865,798.0
FROM BANKS DEFERED PAYMENT CREDIT AGAI	SCHEDULE-C SECURED LOANS		
INPOTHECATION OF VEHICLES		259,156.54	453,165.2
OTAL		259,156.54	453,165.2
	SCHEDULE-D FIXED ASSETS		
CHEDULE OF FIXED ASSETS IS G	IVEN ON SEPARATE SHEET	IMMEDIATELY AF	IER THIS PAC
	X Isaeuderg	· (1:1
	SOBTIAR CALL		

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SCHEDULE - D

SCHEDULE OF FIXED ASSETS AS ON 31ST MARCH 2006

			<u> </u>	JOCK			DERRE	CIATION		NET DL	OCK
ARTICULARS	RATE OF DEP.	Balance as on 01.04.2005	Additions during the period	Disposal during the period	Balance as on 31.03.2006	Balance as on 01-04-2005	For the period	Adjustment .on Disposal	Balance as On 31.03.2005	AS AT 31.03.2006	∆3 ∆3 31-3-2005
	0.00	2,851,855.00	1,854,435.00		4,706,290.00			l	<u> </u>	4,706,200.00	2,851,855.00
OFFICE BUILDING	1.63	235,000.00	-	-	235,000.00	16,515.00	3,832,00	-	20,377.00	214,623.00	218,455.00
JUILDING (FACTORY)	3.34	-	155,071.50	-	155,071.50		2,703.00		2,703.00	152,368.50	
OFFICE EQUIPMENT	4.75	184,100.00	81,284.00	-	265,384.00	84,159.52	12,087.00	-	96,246.52	169,137.48	09,040,4
OFFICE EQUIPMENT	100.00	. 27,855.00	5,570.00	-	33,425.00	27,855.00	5,570.00		33,425.00		
PLANT & MACHINERY	4,75	74,880.00	244,822,00	-	319,779.00	721.00	10,016.00	-	10,737.00	309,042.00	74,150.0
PLANT & MACHINERY	100.00	2,790.00	-	•	2,790.00	2,790.00	-		2,790,00		
VEHICLES	9.50	962,579.00	131,580.00	-	1,094,159.00	130,425.53	100,701.00		231,126.53	863,032.47	832,153.4
VEHICLES	100.00	-	1,600.00	-	1,600.00	-	1,600.00	-	1,600.00	-	
COMPUTERS	16.21	38,546.00	-	-	38,546.00	38,546.00	-	-	38,546.00	•	-
PURNITURE	100.00	•	15,950.00	-	15,950.00	-	15,950.00	-	15,950.00	-	-
FURNITURE	6.33	43,202.00	33,450.00	-	76,652.00	21,846.47	4,786.00	-	26,632,47	50,019.53	21,355.5
TOTAL		4,420,807.00	2,523,839.50	•	6,914,646.50	322,888.52	157,245.00	· · ·	480,133 52	6,464,512.98	4,097,9193
PREVIOUS YEAR		2,248,138.00	2,172,669.00		4,420,807.00	235,157.52	. 87,731.00	-	322,888.52	4,097,918-48	2.012,980,48

(x) Alsocudeus 2

SCRIP	AS AT :	31.03.2 006	AS AT	AT 31.03.2005	
	NO. OF SHARES	AMOUNT	NO.OF SHARES	AMOUNI	
GE SHIPPING CO. LTD.	0		90	5,720.00	
MAHINDRA GESCO CORPN. LTD.	0		10	6,990 .00	
(Name changed from GESCO Corp Ltd)					
HARMONY CAPITAL	500	5,000.00	500	5,000.00	
IND. BANK MERCHANT	100	3,535.00	100	3, 535.00	
JINDAL VIJAY NAGAR (i)	2	400.00	15	3,000.00	
MADIIYA PRADESH GLYCHEM	160	3,030.00	100	3,030.00	
RELIANICE CAPITAL LTD.	O	-	100	12,485.00	
BIRLA INDIA OPPORTUINITY FUND	700	8,400.00	700	8,400.00	
CENTURION EANK OF PUNJAB (iii)	1075	7,645.00	500	8,000.00	
RELIANCE ENEGY LTD	0	` -	50	7,500.00	
(FORMERLY KNOWN AS BSES)					
INDO GULF FERTILIZER LTD	0	-	40	1,286.00	
HINDALCO IND (ii)	100	320.00	16	514.00	
STERLING HOTEL & RESORTS LTD.	0	-	200	1,400.00	
LAURAL ORGANICS LTD.	700	3,500.00	700	3,500.00	
FLEX IND. LTD.	250	3,750.00	300	4,500.00	
MILLENIUM BEER INDSUT. (iv)	9800	9 8,000.00	9 800	98,000.00	
NAME CHANGED FROM INERTIA IND. LTD)					
J.P. ASSOCIATES LTD (FORMERLY	100	800.00	500	4,000.00	
KNOWN AS J.P. INDUSTRIES)					
MORGAN STANLEY MUTUAL FUND	2500	24,500.00	2500	24,500.00	
TAURUS STAFSHARE LTD.	3500	21,000.00	3500	21,000.00	
SARDAR SAROVER NARMADA NIGAM LTD	61	221,796.00	61	221,796.00	
TOTAL	(A)	401,676.00	(A)	444,156.00	

SCHEDULE-E INVESTMENTS IN SHARES & SECURITIES (LONG-TERM)

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E UNQUOTED INVESTMENTS

SCRIP	AS AT	31.03.2006	AS A	T 31.03.2005
	NO. OF	AMOUNT	NO. OF	AMOUNT
	SHARES		SHARES	
a) SHARES IN COMPANIES				
SAS SERVIZIO LTD.	406400	7,277. Contention		7.277,600.00
SEIL POWER & GEARS LTD.	600	6. 0(<i>j</i> (<i>j</i> , <i>i</i>))	600	6,000.00
CORN HILL PROJECTS LIMITED	50000	500, 000.00	50000	500,000.00
B.R. PROJECTS LTD.	50000	500,000.00	50000	500,000.00
RAMSONS FASHIONS LIMITED	9000	90,000.00	9000	90,000.00
RAMSONS ORGANICS LIMITED	165000	1,650,000.00	165000	1,650,000.00
RAMSONS ORGANICS LIMITED	9 500	104,500.00	9500	104,500.00
CONSTELLATION COMTECH (P) LTD	20000	200,000.00	20000	200,000.00
TOTAL	(B)	10,328,100.00	(B)	10,328,100.00
SHARE APPLICATION MONEY	· (C)	1,050,000.00	(C)	1,230,000.00
TOTAL INVESTMENTS	(A+B+C)	11,779,776.00	(A+B+C) -	12,002,256.00

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Market Value of Quoted Investments as on 31st March 2006 Rs. 32.12 lacs (Previous Year Rs. 27.60 Lacs)

Notes:

(i) UNDER SCHEME OF AMALGAMATION 13 EQ. SHARES & 2 WARRANTS ISSUED BY THE COMPANY AGAINST 300 EQ. SHARES)

(ii) DURING THE YEAR, 160 NEW EQUITY SHARES OF FACE VALUE OF RE.1 EACH ALLOTTED IN LIEU OF 16 OLD EQUITY SHARES OF FACE VALUE OF RS. 10 EACH.

(iii) BANK OF PUNJAB MERGED WITH CENNTURION BANK AND NAMED AS CENTURION BANK OF PUNJAB. 500 SH CONVERTED INTO 1125 SHARES AFTER MERGER.

(iv) 5900 SHARES ARE UNDER BLANK TRANSFER

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SCHEDULE-F

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(AS TAKEN VALUED & CERTIFIED BY THE MANAGEMENT)		
RAW MATERIAL	≈05,000.89	104,102.00
FINISHED GOODS	1 - 3010°+7 60	108,022.00
PACKING MATERIAL & CONSUMABLES	• · · · · · · · · · · · · · · · · · · ·	70,803.00
TOTAL		282,927.00

SCHEDULE-G

SUNDRY DEETORS

(UNSECURED & CONSIDERED GOOD)		
OUTSTANDING FOR PERIOD EXCEEDING		
SIX MONTHS	6,258,216.00	6,453,216.00
OTHERS	200,514.31	-
TOTAL (a)	6,458,730.31	6,453,216.00
(UNSECURED & CONSIDERED DOUBTFUL)		
OUTSTANDING FOR PERIOD EXCEEDING		
SIX MONTHS	17,301.92	17,301.92
OTHERS	-	
	17,301.92	17,301.92
LESS: PROV. FOR BAD & DOUBT.DEBTS	17,301.92	17,301.92
TOTAL (b)		-
TOATAL (2) + (b)	6,458,730.31	6,453,216.00

SCHEDULE-H

CASH & BANK EALANCE

CASH IN HAND (AS CERTIFIED BY THE		
MANAGEMENT)	114,136.90	584,491.58
CHEQUES IN HAND	150,000.00	200,000.00
BALANCES WITH SCHEDULED BANKS		
IN CURRENT ACCOUNTS	96,343.40	418,134.03
BALANCES WITH OTHER BANKS		
IN CURRENT ACCOUNTS	6,773.86	-
IN FIXED DEPOSITS ACCOUNTS	-	5,808.79
	367,254.16	1,208,434.40

SCHEDULE-I

LOAN & ADVANCES

LOANS:		
STANDARD	5,704,295.00	7,210,732.00
SUB STANDARD	-	-
DOUBTFUL	390,000.00	1,068,000.00
•	6,094,295.00	8,278,732.00
LESS : PROV.FOR BAD & DOUBTFUL DEBTS	39 0 ,000 .0 0	1,068,000.00
	5,704,295.00	7,210,732.00
SECURITY DEPOSITS	79,000.00	55,000.00
(CONSIDERED GOOD)	1,016,156.20	231,650.00
	6,799,451.20	7,497,382.00
() saeudert	X	"M

SCHEDULE-J CURRENT LIABLITIES & PROVISIONS

ē

TOTAL		S47,218.60
PROVISION FOR FRINGE BENEFIT TAX	(a) (a) (b) (a) (b) (b) (b) (b) (b) (b) (b) (b) (b) (b	
OTHER CURRENT LIABILIETIES	3, 66,130,65	739,016,36
DUE TO DIRECTOR	22,500.60	-
SUNDRY CREDITORS -DUE TO OTHER THAN SET	576,746.77	108,202.24

SCHEDULE-K

INCOME FROM OPERATIONS

TOTAL	9,497,533.45	1,413,715.60
DIVIDEND .	3,162.00	2,806.00
PROFIT ON SALE OF SHARES	293,461.85	-
deducted at source Rs.119057/- Previous Year Rs. 116082/-)		
INTEREST ON LOANS & ADVANCES (Tax	115,774.00	917,049.00
SALES	9,085,135 00	493,860,60

SCHEDULE-L

MATERIAL, MANUFACTURING & OTHER DIR	ect expenses	
OPENING STOCK	282,927.00	-
PURCHASES	5,808,406.80	317,088.32
	6,091,333.80	317,088.32
ADD : CONSUMABLES & SPARES	158,160.00	90,488.00
ELECTRICITY	44,695.00	48,271.00
FREIGHT & CARTAGE INWARD	472,793.00	30,650.00
LOADING & UNLOADING EXPENSES	176,800.00	31,400.00
GOVT. LEVIES (ROYALTY)	134,850.00	41,100.00
PACKING CHARGES	7,050.00	-
FUEL	76,563.00	-
WAGES	516,550.00	139,899.00
JOE WORK	71,060.00	-
RENT (FACTORY)	84,000.00	-
	7,833,854.80	698,896.32
LESS: CLOSING STOCK	2,244,484.49	282,927.00
	5,589,370.31	415,969.32
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SCHEDULE-M PERSONNEL EMPENSES

SALARY	610,440.00	3 02,420.00
DIRECTORS REMUNERATION	324,990,00	-
BONUS	44.043.0Q	20,547.00
STAFF WELFARE EXPENSES	211127.00)	3,534.60
MEDICAL EXPENSES		-
PROVISION FOR GRATUITY/(REVERSED)	$\left[\left[\left$	65,000.00
TOTAL		391,501.00

SCHEDULE-N					
ADMINISTRATION & OTHER EXPENSES					
ADVERTISEMENT EXP	30,007.46	34,165.24			
GENEREAL MEETING EXPENSES	31,324.00	22,914.00			
MISCELLANEOUS EXPENSES	30,065.00	1,955.00			
BANK CHARGES	26,531.30	13,007.40			
MAGAZINES AND PERIODICALS	2,015.00	2,730.00			
BUSINESS PROMOTION EXPENSES	48,071.00	18,356.00			
REPAIR & MAINTENCE	127,176.00	6,390.00			
CONVEYANCE & VEHICLE RUNNING EXP.	101,952.00	49 ,34 8.00			
COMMISSION PAID	6,000.00	-			
RENT	96,800.00	21,000.00			
DEEPAWALI EXPENSES	2,739.00	3,000.00			
ELECTRICITY EXPENSES	10,762.00	-			
FILING FEE	12,600.00	2,525.00			
INSURANCE	140,766.00	14,655.00			
LEGAL AND PROFESSIONAL CHARGES	160,886.66	37,556.00			
ADVANCE FORFEITED	102,000.00	-			
MEMBERSHIP AND SUBSCRIPTION	33,816.00	32,145.00			
OFFICE MAINTENANCE	80,024.50	33,643.00			
POSTAGE AND TELEGRAM	9,249.47	7,580.00			
PRINTING AND STATIONARY	13,211.80	9,072.00			
RATES & TAXES	5,000.00	37,183.00			
TOUR & TRAVELLING EXP	91,662.23	37,986.00			
TELEPHONE EXEPENSES	44,526.00	12,419.00			
SHORT & EXCESS	2,535.20				
TOTAL	1,209,720.62	397,629.64			

SCHEDULE-O

SCHEDULE-P

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

(A) SIGNIFICANT ACCOUNTING POLICIES: -

- 1. Basis of Accounting: The financial statements are prepared to the average rule basis under the historical cost convention and in accordance where the prevable mandatory accounting standards issued by the Institute of Charteree base prevents of India.
- 2. Use of Estimates: The preparation of financial statements the intermity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and habilities and the disclosure of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.
- 3. Fixed Assets and Depreciation: Fixed Assets are stated at historical cost less depreciation. Consideration is given at each Balance Sheet date to determine whether there is any impairment of the carrying amount of Company's fixed Assets. If any indication exists, an asset recoverable amount is estimated and impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Depreciation is provided on fixed assets on straight-line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- 4. Investments: Long Term Investments in shares and securities are stated at carrying cost. Provision for diminution in the value of Long Term investments is made only if such a decline is other than temporary, in the opinion of the management.
- 5. Inventory- Inventories are valued at cost or market price whichever is lower as taken, valued and certified by the management. Cost of closing stock also includes other costs to bring inventories to their present location and condition. Cost is determined on FIFO basis of accounting.
- 6. Borrowing cost: Borrowing costs attributable to the acquisition and construction of asset are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are treated as revenue/deferred revenue expenses as considered appropriately by the management.
- 7. Retirement Benefits Gratuity: Provision for payment of gratuity to employees, payable on retirement or otherwise is made as at the balance sheet date.
- 8. Earning Per Share: Basic Earning Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

Diluted Earning Per Share is calculated by dividing the net profits attributable to equity shareholders by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive options).

9. Taxation: Provision for taxation is based on assessable profits of the company as determined under the Income Tax Act, 1961.

Deferred Taxation is provided using the liability method in respect of the taxation effect arising from all material timing difference between the accounting and tax treatment of Income and Expenditure, which are expected with reasonable probability to crystallize in the foresceable future.

Deferred tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasined on the realizable in the near future.

Deferred Tax Assets and liabilities are measured at the second substantively enacted by the balance sheet date.

10. Contingent Liabilities: Depending on facts of each associate due evaluation of relevant legal aspects, claims not acknowledged as decision to accounts are regarded as contingent liabilities. In respect of statutory matters accountingent liabilities are recognized/disclosed based on demand(s) that are contested

(B) NOTES TO ACCOUNTS

(1) Provision for Ead and Doubtful Debts and Provision for Diminution on Investments, if any, have been charged or written back to Profit & Loss Account as per NBFC's Prudential Norms (Reserve Bank) Directions, 1998.

(2) Previous year figures have been re-grouped/re-arranged, wherever considered necessary.

(3) Balances of some of the parties appearing under Sundry Debtors, Loans & Advances and Sundry Creditors are subject to confirmation.

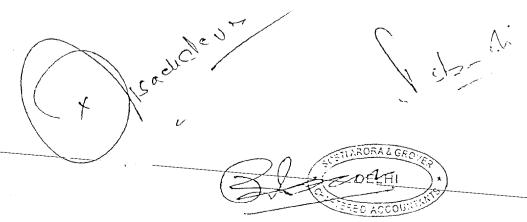
(4) Contingent Liabilities:	As et 31.03.06	As at \$1.3.2005
On account of Capital Commitments (Net of advances)	Rs.4,32,299/-	Rs. 7, 98,000/-

(5) Auditors Remuneration:

	Asat	As at
	31.03.06	31.03.05
Statutory Audit Fees	100000	. 7500
Service Tax	12240	765
Taxation Matters & Others	84000	11000
Total	196240	19265

(6) In the opinion of the Board of Directors the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet and provision for all known liabilities have been made in the accounts.

In respect of old debtors outstanding for more than three years, confirmations have been received against their outstanding balances. As such no provision has been made against the same.



(7) Additional information pursuant to Para 3, 4c and 4d of Part II of the Companies Act, 1956

a) Licenced & Installed Capacity : Not Applicable. b) Quantitative Information:

THIS YEAR			PREV. YEAR		
UNIT	QTY.				
SO.MT.	-27 <u>790.75</u>	7495191	5.883 47	212,986.32	
		1			
SO.MT.	£00.1E	108,022.00	-		
<u>50.M7.</u>	45442.74		5,883.47		
SQ.MT.	22897.14	9,085,136.00	4,983.29	493,860.00	
SO.MT.	13445.78	1,830,098	900.18	108,022.00	
	SO.MT. SO.MT. SO.MT.	UNIT OTY. SO.MT27790.75 SO.MT. 600.16 SO.MT. 45442.74 SO.MT. 22697.14	UNIT OTY. VALUE SO.MT27790.75 7495191 SO.MT. 600.18 108,022.00 SO.MT. 45442.74	SO.MT. 45442.74 SO.MT. 22697.14 SO.MT. 22697.1	

c) There is no consumption for imported Raw Material and Consumable.

Soender !

(S) Earning per share

shareholders

A Net profit after tax available for equity

C Basic / Diluted Earning per share (Rs.)

outstanding during the year(No. of shares)

2005-06 2004-05 (123005) (74558) B Weighted average number of Equity Shares of Rs. 10\- each 3,006,500 3,006,500 (0.04) (0.02)

(9)

Related Party disclosure (as identified by the Managers -

(a) Related Party relationship

1. Enterprises with common interest

(I) Ramsons Organics Limited

(ii) Savitri Overseas

(iii) SAS Servizio Ltd.

2. Key Management Personnel

Sh. Ram Lal Sachdeva (Managing Director)

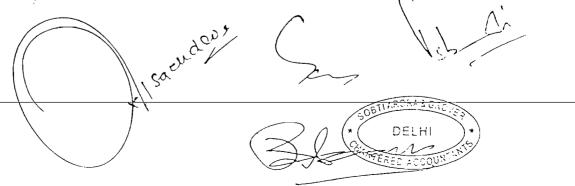
Sh. Yogesh Sachdeva (Director & Relative of Sh. Ram Lal Sachdeva)

Sh. Vinod Madan (Whole Time Director)

(b)The Company has entered in the following transaction with related parties listed above during the year

Fame of the party	Nature of Transaction	Amount of Transaction		Ealance	
•		Amt.invested/ Debited	Amt.Rcfunded/ Credited	As on 31-03-06	As on 01-04-05
Ramsons Organics Ltd	Advance paid for Fixed Assets transferred	50,000	50,000	NIL	NIL
Ramsons Organics Ltd	Advance received against land	-	-	616000	616000
SAS Servizio Ltd.	Investment in share Application Money		-	200,000	200,000
Savitri Overseas	Advance against Sale of Stones		22,18,714	22,18,714	-
Savitri Overseas	Sale of Stones/ Freight Debited	89,64,819	89,64,819	-	-
Mr. Yogesh Sachdeva	Property Tax Paid	48,044	48,044	-	-
Mr. Vinod Madan	Remuneration	2,77,500	3,00,000	22,500	-

Note: In respect of the above related parties, there is no provision for doubtful debts as on 31st March 2006 and no amount has been written back during the year in respect of debt due from/to them.



RAMSONS PROJECTS LIMITED * CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2006

PARTICULARS	AS AT 31.03.2006		AS AT 31.03.2005	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX AND EXTRAORDIANRY ITEMS :		(42,080,77)		(52,750.6-
ADJUSTMENTS FOR :				
DEPRECIATION	157,245.00		87.73:00	
EXP WRITTEN OFF (PUELIC ISSUE & PREL. EXP.)			93,893.00	
FORFEITURE OF ADVANCE FOR PURCHASE OF LAND	102,000 00			
NET PROV. FOR EAD & DOUBTFUL DEBTS/(Reversed)	(188,000.00)	21,245 es.	13,200.00	194,824.00
OFERATING PROFIT BEFORE WORKING CAPITAL CHANGES		29,164-23		142,073.36
ADJUSTMENTS FOR :				
TRADE & OTHER RECEIVABLES	1,515,473.49		433,953.00	
STOCK	(1,961,557.49)		(282,927.00)	
TRADE PAYABLES	2,808,164.72	2,362,080.72	769,980.60	921,006.60
CASH GENERATED FROM OPERATIONS		2,391,244.95		1,063,079.96
DIRECT TAXES PAID		(145,057.00)		(48,884.00)
CASH FLOW BEFORE EXTRAORDINARY ITEMS		2,246,187.95		1,014,195.96
EXTRAORDIANRY ITEMS		<i>i</i> .		
FORFEITURE OF ADVANCE FOR PURCHASE OF LAND	(102,000.00)			
EAD DEBTS WRITTEN OFF	(490,000.00)	(592,000.00)	_	-
NET CASH FROM OPERATING ACTIVITIES :	(A) · ·	1,654,187.95	=	1,014,195.96
E. CASE FROM INVESTING ACTIVITIES				
PURCHASE OF FIXED ASSETS		(2,523,839.50)		(2,172,669.00)
SALE OF FIXED ASSESTS				-
PURCHASE/SALES OF INVESTMENTS(SECURITIES)				
(NET COST OF SALES)		222,480.00	_	1,000,000.00
ET CASH USED IN INVESTING ACTIVITIES	(B) =	(2,301,359.50)	=	(1,172,669.00)
CASE FLOW FROM FINANCING ACTIVITIES	(C)			
DECREASE IN SECURED LOANS		(194,008.69)		102,245.28
ET CASH FLOW FROM FINANCING ACTIVITIES	=	(194,008.69)	_	102,245.28
ET INCREASE IN CASH AND CASH EQUIVALENT	D=(A+B+C)	(841,180.24)		(56,227.76)
ASH AND CASH EQUIVALENTS AS AT 01.04.05				
PENING BALANCE]	(E)	1,208,434.40		1,264,662.16
ASH AND CASH EQUIVALENTS AS AT 31.03.06				
LOSING BALANCE)	(D+E)	367,254.16		1,208,434.40

Nete : Figures in brackets represent Cash Outflow.

DELHI, JUNE 05, 2006

FOR RAMSONS PROJECTS LIM dws 1 Sach YOGESH SACHDEVA

7 R.S. BEDI

K.I. SACHDEVA YÖGESH SACHDEVA – R.S. BEDI MANAGING DIRECTOR CHAIRMAN COMPANY SECRETARY

AUDITORS' REPORT AS PER OUR SEPARATE REPORT OF EVEN DATE ATTACHED FOR SOBTI ARORA & GROVER CHARTERED ACCOUNTANTS

- 25 (RAKESH AROKA)

PARTNER

RAMSONS PROJECTS LIMITED

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BALANCESHEET ABSTRACT AND COMPANY,S GENERAL BUSINESS PROFILE				
1 REGISTRATION DETA	NLS			
REGISTRATION NO.	63708	STATE CODE	55	
Balance Sheet Date	31.03.2006			
2 CAPITAL RAISED DUP	RING THE YEAR	(Amount	in Rs. Thousands)	
Public Issue	NIL	Right Issue	NIL	
Private Flacecment	NIL	Bonus Share	NIL	
3 POSITION OF MOBILIS	SATION & DEPL	OYMENT OF FUNDS	(Amount in Rs. Thousands)	
Total Liabilities	31067	Total Assets	31067	
Paid Up Capital	30065	Reserves & Surplus	742	
APPLICATION OF FUN	IDS			
Net Fixed Assets	6464	Investments	11779	
Net Current Assets	12184	Misc. Expendiutre	NIL	
Deferred Tax Assets	638			
4 PERFORMANCE OF C	OMPANY	(Amount in	Rs. Thousands)	
Turnover (Gross Revenue)	9503	Total Expenditure	9546	
Profit Before Tax	(42.00)	Profit After Tax	(123.00)	
Earning per Share (in Rs.)	(0.04)	Dividend Rate	NIL	
5 GENERIC NAME OF TH	HREE PRINCIPA	L SERVICES OF COM	PANY	
Loan Financing		Investment in Securit	ies	
Tradino & Manufacturino	n of Natural Stopp	ic.		

Trading & Manufacturing of Natural Stones